

RECORDATION NO. 24828 FILED

FEB 25 '04 2-28 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 25, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated as of November 24, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	American Steel Processing Co. 11411 Landfill Road Panama City Beach, Florida 32413

Mr. Vernon A. Williams
February 25, 2004
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A description of the railroad equipment covered by the enclosed document
is:

12 flat bottom gondola cars: MWCX 100378 – MWCX 100389

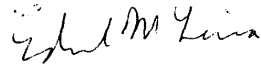
A short summary of the document to appear in the index is:

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Edward M. Luria

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

AMERICAN STEEL PROCESSING CO.

as Lessee

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of November 24, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and AMERICAN STEEL PROCESSING CO., a Florida Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated November 24th, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 24, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

AMERICAN STEEL PROCESSING CO.

By: 

Name:
Title:

STATE OF Illinois, ^{County} Madison, TO WIT:

On this 4 day of December, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on December 4, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] "OFFICIAL SEAL"
DEBORIS T. BENARDIN
Notary Public, State of Illinois
My commission expires 6/28/2005

Deboris T. Benardin
Notary Public

STATE OF FLORIDA, CITY OF LYNN HAVEN, TO WIT:

On this 3 day of DECEMBER, 2003 before me appeared, Tom Fanelli, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT, of AMERICAN STEEL PROCESSING CO., a Florida Corporation, that said instrument was signed and sealed on Dec 3, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



Michael R Owen
My Commission DD219741
Expires August 22, 2007

Michael R. Owen
Notary Public

My commission expires:

DESCRIPTION OF RAILCARS

Twelve (12) 4000 cube, 100-ton flat bottom gondolas with 263,000 lb GRL; AAR Car Type Code J301 with the following marks:

MWCX 100378 – 100389, inclusive